

**Bylaws of the**  
**North America Telugu Society Inc.**

Latest Amended Version  
12-03-2020

**HISTORY OF BYLAWS**

Originally Adapted: 07-31-2009

Amended: 07-23-2010

Amended: 07-16-2013

Amended: 12-12-2015

Amended: 11-15-2017

Amended: 12-03-2020

NATS Board Approved: 12-13-2020

# **North America Telugu Society Inc.**

## **Article 1 - Name of the Corporation & Offices**

### **Section 1 - Name of the Corporation**

This Corporation shall be known as the North America Telugu Society Inc., hereinafter is also referred to as "Corporation" and/or "NATS"

### **Section 2 - Principal Office**

The principal office of the Corporation will be located at the following address:

3929 Carrara Ct, Wesley Chapel, FL 33543, County of Pasco, State of Florida

### **Section 3 - Change of Address**

The designation of the county or state of the Corporation's principal office may be changed by amendment of these Bylaws. The Chairman of an elected term should update the NATS principal office/ mailing address to a new mailing address with an effective date less than one week after his/her appointment. Government agencies, not limited to the IRS, Secretary of State, etc. should be notified of the address change.

New Mailing Address: P.O BOX 444, Exton, PA 19341

Dated: 02/02/2020

### **Section 4 - Other Offices**

The Corporation may also have offices in other places; within or without its state of in Corporation, where it is qualified to do business, as its business and activities may require, and as The Board of Directors may, from time to time, designate.

## **Article 2 - Non-Profit Purposes**

### **Section 1 - IRC Section 501(c)(3) Purposes**

This Corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

### **Section 2 - Specific Objectives and Purposes**

This Corporation is a non-profit organization established with an objective to serve Telugu communities across North America through cultural, religious, and educational activities; to solicit, collect, and disburse funds for charitable purposes to meet the goals of the organization; and to preserve, propagate, and perpetuate the cultural heritage of individuals of Telugu origin in North America.

## **Article 3 – Directors and Honorary Board Members**

### **Section 1 - Number**

The Corporation shall have twenty-five (25) Directors (each a “Director” and collectively known as the “Board of Directors” or “Board”).

The Board of Directors shall have three categories of Directors: (a) a maximum of Eleven (11) Donor Directors, (b) a maximum of Eleven (11) Nominated Directors, and (c) a maximum of three (3) Service Directors.

#### **a) DONOR DIRECTOR:**

This category will strengthen the organization’s financial health and improve the NATS capacity to serve the Telugu community and to expand and carry out service activities year after year.

The selection, nomination, or appointment of Donor Directors will be done through the selection process by the prevailing Board on a meeting called for subsequent Board selection or at regular intervals or special meetings.

Selected candidates must sign a confirmation that they are willing to serve and abide by the NATS principles (vision, mission, duties, code of ethics, duty of loyalty) and bylaws.

**Eligible Candidates:**

- Must believe strongly in the NATS service motto and mission
- Should have integrity and moral responsibility, experience at the policy-making level, and the ability to work with other members of the Board and the EC
- Availability of time to do justice to the duties as a Director and the willingness to devote the time required
- Should have a reputation - personal and professional, consistent with the image and reputation of the NATS
- Must be a Telugu speaking individual or person of Telugu origin/descendants
- Should be highly accomplished in their respective field, with superior credentials and recognition
- Must contribute \$6,000.00 per year to the NATS operating fund.
- Directors shall be selected so that the Board of Directors is a diverse body; with diversity reflecting age, gender, geographic region, and profession
- Must be accountable, avoid potential conflicts of interest, enhance the NATS public image and not use for personal/political gains
- Must be an existing life member of NATS.

There is a limit (cap) of 11 Donor Directors. Vacancies, if any, in this category should be left open and not filled by any other category of Directors.

**b) NOMINATED DIRECTORS:**

The selection/nomination/appointment will be done through the selection process by the prevailing Board during subsequent Board selection or at regular intervals or special meetings.

Selected candidates must sign a confirmation that they are willing to serve and abide by the NATS principles (vision, mission, duties, code of ethics, duty of loyalty)

**Eligible Candidates:**

Eligibility for the Nominated Director is similar to the Donor Director EXCEPT as follows.

Eligible candidates should contribute \$3,000.00 per year to the NATS operating fund

There is a limit (cap) of 11 Nominated Directors

### c) **SERVICE DIRECTORS:**

This category will help NATS to take initiatives, execute service programs to reach more people.

The selection/nomination/appointment of service Directors will be done through the selection process by the prevailing Board during subsequent Board selection or at regular intervals or special meetings.

Selected candidates must sign a confirmation that they are willing to serve and abide by the NATS principles (vision, mission, duties, code of ethics, duty of loyalty)

#### **Eligible Candidates:**

- Have a minimum of 6 years of extraordinary contribution to the NATS
- Directors who served as donor Director in two prior terms and have contributed extraordinary time for NATS should be given priority for this category
- Nominees will be judged on their previous personal service achievements, charitable causes in depth and a proven track record of services through NATS for at least 6 years. It will be at the discretion of the prevailing Board to propose, analyze, justify and nominate this category Director. In case of a dispute Board will conduct a secret ballot voting to elect the Service Director.
- Eligible candidates should contribute \$1,000.00 per year to the NATS operating fund

There is a limit (cap) of 3 Directors in this category.

No member may serve simultaneously on the Corporation's Board of Directors and the Executive Committee except for the President. The President can serve as a Board of Director and participate in Board meetings with full voting rights. In the event of a tie, the Chairman of the Board shall have one additional vote.

#### **Section 2 - Qualifications**

In addition to the qualifications set forth above in Section 1, all Directors shall be Life members of NATS. Directors of the Corporation shall be subject to any additional qualifications as may be set by the Board or these Bylaws.

#### **Section 3 - Powers**

The Board of Directors of the Corporation shall conduct all the activities and affairs of this Corporation and also exercise all corporate powers, subject to the provisions of the laws of this state, the Articles of Incorporation, these Bylaws and Board approved NATS Operating Guidelines documents. In any event, NATS Bylaws document supersedes NATS Operation Guidelines document, The Board of Directors may appoint a Helpline Committee, Bylaws Committee, Operations Committee, Finance Committee etc., from time to time on an as-needed basis.

## Section 4 – Duties

### Duties of BOD Chairman:

- Oversee all NATS activities and committees.
- Meetings of the board shall be presided over by the Chairman of the Board.
- In-person meetings of the Board of Directors may be recommended by the Chairman of the Board. Such meetings shall be held at a place designated by the Chairman, with the approval of the majority of Board. A minimum of two in person meetings should be conducted in the Calendar year with two months prior notice, exception only where the unforeseen circumstances.
- Emergency meetings of the Board of Directors may be recommended upon by the Chairman of the Board with a Waiver of Notice effective immediately. The mode can be in-person or a teleconference meeting. Waiver of Notice - Whenever Waiver of notice of a meeting is required to be given to any director of this corporation, a Waiver of Notice in writing signed by the director, whether before or after the time of the meeting or in the form of board resolution before the beginning of such meeting, shall be equivalent to the giving of such Waiver of notice.
- Monthly fixed recurring Board meetings schedule shall be published by Chairman as soon as he/she gets elected.
- No individual may serve more than one term in the role of Chairman until his or her successor is elected and qualifies.
- In absence of the President, Chairman of the Board can assign the President's responsibilities to one of the Vice-Presidents.
- Sign the tax filing documents for the years of their term.
- There is a spending limit of \$30,000/- per calendar year for Chairman to approve at his discretion and shall not be more than \$5000/- per cause.
- If any BOD/EC member fails to maintain the NATS code of ethics and functionality, fiduciary duty and, the BOD chairman may refer to the NATS Honorary board who may recommend disciplinary action against such member.
- Must strengthen the organization's financial health and improve the NATS capacity to serve the Telugu Community, and to expand and carry out service activities year after year.
- Shall appoint committee's and committee's members in consultation with BOD's at Board meetings. Ex : NATS EC Selection Committee members, BOD Selection Committee members, and Conference Selection Committee members with 2/3<sup>rd</sup> majority of the Board approval
- Qualification: Should have served at least 4 years in NATS BOD.
- BOD Chairman should use [Chairman@natsworld.org](mailto:Chairman@natsworld.org) email id for NATS related communication.

### Duties of BOD Vice-Chairman:

- In absence of the Chairman of the Board, the Vice-Chairman of the Board performs all roles and responsibilities of Chairman.
- It is strongly advisable to take active participation in BOD appointed committees.

- Qualification: Should have served minimum of 2 years in NATS BOD and additional 2 years in EC or BOD
- Must strengthen the organization's financial health and improve the NATS capacity to serve the Telugu Community, and to expand and carry out service activities year after year.
- BOD Vice-Chairman should use [Vice-Chairman@natsworld.org](mailto:Vice-Chairman@natsworld.org) email id for NATS related communication.

**All members of the Board shall be required to:**

- Attend all Board and committee meetings and functions, such as special events
- Review agenda and supporting materials prior to Board and committee meetings
- Stay informed about the organization's mission, services, policies, and programs
- Serve on committees or task forces and offer to take on special assignments
- Make a personal financial contribution to the organization
- Inform others about the organization
- Suggest possible nominees to the Board who can make significant contributions to the work of the Board and the organization
- Keep up-to-date on developments in the organization
- Follow conflict of interest and confidentiality policies;
- Carefully monitor NATS Financial accounts on monthly basis and make sure auditing of NATS financial assets are done on quarterly basis.
- Its board members responsibility to validate financial decision making and payment approvals.
- Associate NATS for their individual charitable initiatives with the consent of NATS BOD Chairman/President to use NATS logo
- Must be able and willing to lead 1-2 programs under the NATS banner in the local community
- Must be able and willing to join at least 25 life members during their term
- Must be able and willing to raise funds from local businesses, donors, and/or national charity organizations of at least 5k per year.
- Donor Directors should attend a minimum of 50% of meetings conducted in the Calendar year, otherwise, they will be disqualified in the following year. Meeting participation will become a factor while selecting subsequent boards.
- Nominated Directors should attend a minimum of 75% of meetings conducted in the Calendar year. Meeting participation will become a factor while selecting subsequent boards
- Service Directors should attend a minimum of 75% of meetings conducted in the Calendar year. Meeting participation will become a factor while selecting subsequent boards

## **Section 5 – Appointment and Term of Office**

Before the end of their term, current presiding Board shall consider the criteria and qualifications mentioned in Article 3, Section 1 for selecting and appointing subsequent Board by forming a BOD Selection committee. This committee will send the recommendation to the Board and must be approved with 2/3<sup>rd</sup> majority of the Board. Selection committee may conduct secret ballot voting of Board members before they make recommendation. If such secret ballot voting is followed, selection committee must make their recommendation based on majority vote. Prevailing Board shall appoint subsequent Board by forming a BOD Selection committee.

BOD Selection committee shall comprise 9 members as outlined below:

- Two honorary board members
- Prevailing Chairman, Vice-Chairman, Secretary
- Immediate Past Chairman or Alternatively\* Any Past Chairman(s)
- Immediate Past President or Alternatively\* Any past President(s)
- Any Senior Prevailing BOD member(s)

Alternatively, \*,- In case if Immediate Past Chairman or Immediate Past President are not available or unable to serve the committee, any Past Chairman or any Past President will be considered.

### **BOD Selection Process:**

- Create email distribution list which will receive all nominations to BOD Selection committee members (Ex : [BodSelection20XX-20XX@natsworld.org](mailto:BodSelection20XX-20XX@natsworld.org))
- BOD Selection committee should allocate BODs based on NATS members geographical distribution
- Past contribution to NATS should be taken into consideration
- NATS BOD open positions notification shall be published to all NATS members seeking nominations from NATS members;
- Interested people (NATS members) will submit self-nomination to BOD Selection Committee within defined deadline; determined by BOD Selection Committee.
- BOD Selection Committee will notify BOD with all received nominations
- If enough nominations are not received by BOD Selection Committee, BOD Selection committee may inform BOD to recommend any nominations.
- Recommendation for Chairman/Vice-Chairman/Secretary should be considered based on past deep contribution, geographical considerations, ability to lead further, understanding or organization structure to the root level.
- This committee will send the recommendation to the Board and must be approved with 2/3<sup>rd</sup> majority.
- If more than 25 applications are received, BOD Selection Committee may do a secret ballot voting using a third-party site, where voting is kept discrete and finalize the slate.



- BOD Selection Committee should take utmost care while determining category for each board member, keeping their prior categories in mind, financial and time contribution to NATS.

All Directors, irrespective of category, shall hold office for two years or until his or her successor is elected and qualifies. All Directors, irrespective of category, may serve on the Board up to ten (10) years, (5 terms), provided there is availability on the Board. Board selection process should take into account that there are new aspiring candidates waiting to join the Board. Every two years, at the beginning of new term, the Board of Directors shall elect a Chairman, a Vice-Chairman, and a Secretary to serve a two-year term starting on January 1 of every even-numbered year. Upon approval of proposed amendments, Term count for the prevailing Board will start from 2018. While electing Chairman of the Board preference may be given to Vice-Chairman or BODs who served NATS Board for at least 3 terms.

No individual may serve more than one term in the role of Chairman of Board or until his/her successor is elected and qualifies. Immediate past Chairman will automatically become part of subsequent Board as ex officio member without voting privilege. Immediate past Chairman can become Board member as long as he/she is willing to serve and if there is vacancy in the Board.

#### **BOD Term Beginning and Ending:**

The new Board's two-year term should begin on January 1st of an even-numbered year and ends on December 31st of the following odd number year or until the successive Board is elected and qualifies.

#### **Section 6 - Compensation**

Directors shall not receive any compensation for their services, except that each Director is entitled to receive from the Corporation reimbursement of expenses incurred by the Director in the furtherance of the Corporation's business. Nothing contained in this Section shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation for that service. The salaried individuals cannot vote on their compensation and the compensation decisions shall be made by the unrelated Board members.

#### **Section 7 – Elections**

The Board of Directors shall appoint a Bylaws Committee to seek input from current Directors and recommend direction on whether or not to conduct general elections. Should elections be conducted, the Bylaws Committee will also recommend a process of how and when to conduct elections for the Board of Directors. The Board of Directors shall review the recommendations and decide on whether or not to approve the recommendations of the Bylaws Committee. Any decision on elections needs to be ratified by at least two thirds (2/3) of the Board.

## **Section (8) – Meetings**

a) Regular meetings of the Board of Directors shall be held once a month. Preferably a recurring monthly schedule will be fixed, as soon as the new Chairman gets elected. Notices shall be sent by the Secretary a minimum of three weeks in advance via email, and/or text, WhatsApp.

b) Face-to-face meetings of the Board of Directors may be called by the Chairman of the Board. Such meetings shall be held at a place designated by the Chairman. A minimum of two face-to-face meetings should be conducted in the Calendar year with two months prior notice. Notices shall be sent by the Secretary a minimum of two months in advance via email, and/or text, WhatsApp.

c) Emergency meetings of the Board of Directors may be called upon by the Chairman of the Board with a Waiver of Notice effective immediately. The mode can be face-to-face or a teleconference meeting. Waiver of Notice - Whenever Waiver of notice of a meeting is required to be given to any Director of this Corporation, a Waiver of Notice in writing signed by the Director, whether before or after the time of the meeting or in the form of Board resolution before the beginning of such meeting, shall be equivalent to the giving of such Waiver of notice.

## **Section (9): Quorum, Proxy, Secretary**

### **a) Quorum**

A quorum shall consist of a majority of the Board of Directors of the Corporation serving office at any given time and shall not be less than HALF of the number of Directors in office. The Board shall not conduct any business at any meeting at which the required quorum is not present. The Board requires a quorum to conduct voting. The only motion, which the Chair shall entertain, is a motion to adjourn. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors; unless the Articles of Incorporation, these Bylaws, or the laws of this state require otherwise.

### **b) Proxy**

Proxies can be useful in establishing a quorum. The Board will allow for a member's proxy to be counted only to establish a quorum, but not as a vote for or against an issue. A Board member can provide a proxy to another Board member by sending an email to the Board Secretary no later than 15 minutes before the meeting. The proxy does not count towards the number of meetings attended by that Board of Director in that Calendar year. Nominated and Service Directors can use maximum of 2 proxies in a calendar year towards meeting attendance. Donor Directors can use maximum of 1 proxy in a calendar year towards meeting attendance.

### **c)The Secretary's Role**

Meetings of the Board shall be presided over by the Chairman of the Board, or, if no such person has been designated, in his or her absence, the Vice-Chairman of the Board, Past Chairman, or Prevaling Secretary or, in the absence of each of these persons, by a person chosen by a majority of the Directors present at the meeting. The Secretary of the Board shall act as the secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as the Secretary of the meeting. The Secretary shall certify and keep at the principal office an electronic copy, or the original, or a physical copy of these Bylaws as amended or otherwise altered to date. The Secretary shall issue the call for the meetings of the Board at the directive of the Chairman and will assist the Chairman in the preparation of the agenda for Board meetings. The Secretary shall keep the record of the minutes of the Board meetings with details of whether face-to-face or regular or emergency, how called, how notice thereof was given, the names of those present or represented, and the proceedings thereof. The Secretary will notify the Board of Directors regarding the meetings via email, and/or text, WhatsApp.

The Secretary shall exhibit at all reasonable times to any Director of the Corporation, or his or her agent or attorney on request thereof, the Bylaws and the minutes of the proceedings of the Directors of the Corporation. Procedures for the conduct of meetings shall be amended or revised from time to time by resolution of the Board of Directors.

### **Section 10 - Vacancies**

Vacancies on the Board of Directors may exist on the death, resignation, or removal of any Director. Any Director may resign effective upon giving written notice to the Chairman of the Board unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon the notice of the Attorney General or other appropriate agency of this state. Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state. Vacancies are filled by a majority vote of the Board of Directors until the next scheduled election of the Directors.

In the event of a vacancy in the position of the Chairman, Vice-Chairman, or Secretary of the Board of Directors, the Board of Directors shall elect a replacement to serve the remainder of the term.

### **Section 11 - Non-Liability of Directors**

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

### **Section 12 - Indemnification by Corporation of Directors and Officers**

The Directors and officers are indemnified to the fullest extent permissible under the

laws of this state.

### **Section 13 – Honorary Board Members**

The Corporation shall have up to seven (7) Honorary Board members.

The very first Honorary Board and Honorary Board Chairman will initially be appointed by the Prevailing Chairman of the NATS Board of Directors and the Honorary Board Committee. The Honorary Board will consist of up to seven (7) members. Honorary Board should become effective from the implementation of proposed by law amendments.

#### **Eligible Candidates**

- Must believe strongly in the NATS service motto and mission
- Must be an active NATS Life Member
- Have a minimum of 8 years of extraordinary contribution to the NATS
- A past BOD Chairman or past President are eligible to serve on honorary Board

#### **Duties:**

- To oversee and supervise functioning of the NATS Board
- Must make sure NATS Motto, service ideology and founding principles are followed by prevailing Board.
- The Chairman of the Honorary Board can accept the resignation of an existing Honorary Board member and appoint a new member
- Every decision taken by Honorary Board shall require 2/3rd majority
- Honorary Board will act as grievance committee for prevailing BOD/EC
- All future amendments to these bylaws must be approved by Honorary Board with 2/3 majority

#### **Honorary BOD Term of Office:**

The new Honorary Board's four-year term should begin on January 1st of an even-numbered year and ends on December 31st of the four-year term or until the successive Honorary Board is elected and qualifies. Before end of four years term, the prevailing Honorary Board of Directors shall select successive Honorary Board.

#### **Honorary BOD Term limit:**

Honorary Board members may be served in Honorary Board up to Eight (8) years (2 terms).

#### **EXCLUSIVE AUTHORITY:**

The Honorary Board shall dissolve the prevailing Board of Directors and elect new Board of Directors with a 2/3<sup>rd</sup> majority if any extraordinary circumstances arise. Any Honorary Board can participate in any EC/Board meetings. Honorary Board will have one vote in NATS Board. Honorary Board member participation cannot be counted towards quorum. Honorary Board chairman may attend and use voting right in NATS

Board or he/she can delegate any Honorary Board member to exercise voting right in NATS Board meeting.

## **Article 4 – Executive Committee**

### **Section 1 - Designation of Officers**

The Executive Committee (“EC”) shall consist of a President, four (4) Vice-Presidents (Operations, Finance/Marketing, Services, Programs), a Secretary, a Treasurer, a Joint Secretary, a Joint Treasurer, eight (8) National Coordinators (Helpline and Fundraising, Media, Programs, Marketing, Membership, Women Empowerment, Sports, and India Liaison) and eight (8) Zonal Vice Presidents. The Board of Directors shall decide from time to time, whether to increase or decrease the number of EC positions.

Zonal Vice Presidents (hereinafter “ZVP”) shall be selected based on geographic and major US time zones.

NE Zone: DE, PA, NJ, NY, CT, MA, ME, VT, NH

MID East Zone: MD, DC, VA, WV, NC, TN

SE Zone: SC, GA, FL, AL, MS

SC Zone: TX, LA, AR, OK, NM

MID Central Zone: KS, MO, KY, NE, IA, IL NC

Zone: IN, OH, MI, WI, MN, Canada

NW Zone: WA, OR, MT, WY, ID, SD, ND , AK

SW Zone: CA, NV, AZ, UT, CO, HI

In absence of the President, the President or Chairman of the Board can assign the President’s responsibilities to one of the Vice-Presidents.

### **Section 2 - Qualifications**

The officers of the Corporation shall qualify the age or any other specific requirement that may be in force in this state of Incorporation of Organization at any given point of time.

- Must believe strongly in the NATS service motto and ideology; Must be a Telugu speaking individual or descendants;
- Should have integrity and moral responsibility, experience at the policy-making level, and ability to work constructively with other members of the Organization.
- Availability of time to do justice to the duties as an EC Member and willingness to devote the time required;
- Should have reputations, both personal and professional, consistent with the

image and reputation of the NATS;

- Should be accountable, avoid potential conflicts of interest, enhance the NATS public image and not use for personal/political gains

### **President.**

- Must be a good standing life member of the NATS for at least 4 years; and
- Must have served in the NATS EC or the NATS Board and contributed to the growth of the NATS consistently for at least 4 years preceding his/her appointment
- Should contribute \$2,500.00 per year to the NATS operating fund
- Must strengthen the organization's financial health and improve the NATS capacity to serve the Telugu Community, and to expand and carry out service activities year after year

### **All other EC positions (Except President):**

- Must be a good standing life member of the NATS for at least 2 years
- Must have served and contributed to the growth of the NATS consistently for at least 2 years preceding his/her appointment

### **Section 3 - Appointment and Term of Office**

The Board shall consider the criteria and qualifications mentioned in Article 4, Section 2 for selecting and appointing Executive Committee members by forming a EC Selection committee. Selection committee may conduct secret ballot voting of Board members before they make recommendation. If such secret ballot voting is followed, selection committee must make their recommendation based on majority vote. No individual can serve in selection committee if he/she are applying for any position in upcoming EC for which selection committee is formed. Selection committee will send the recommendation to the Board which must be approved with 2/3<sup>rd</sup> majority. Board can nominate members of their choice if there are no nominations received for any position.

### **EC Selection Committee:**

EC Selection committee shall comprise 9 members as outlined below:

- Honorary BOD member
- BOD Chairman
- Immediate Past BOD Chairman or Alternatively\* Any Past BOD Chairman(s)
- President
- Immediate Past President or Alternatively\* Any Past President(s)
- BOD Vice-Chairman
- BOD Secretary
- BOD Member(s)

Alternatively, \* In case if Immediate Past Chairman or Immediate Past President are not available, any Past Chairman or any Past President will be considered.

### **EC Selection Process:**

- Create email distribution list which will send all nominations to EC Selection committee members (Ex: ECselection20XX-20XX@natsworld.org)
- NATS Executive Committee open positions notification shall be published to all NATS members seeking nominations from NATS members;
- Interested people (NATS members) will submit self-nomination to EC Election Committee within defined deadline;
- EC Selection Committee will notify BOD with all received nominations;
- i) President ii) Vice-President Operations iii) Vice-President Finance/Marketing iv) Vice-President Services v) Vice-President Programs vi) Secretary vii) Treasurer viii) Joint Secretary ix) Joint Treasurer, these nine positions are elected by majority of BOD members.
- If there is more than one nomination for any of these nine positions i) President ii) Vice-President Operations iii) Vice-President Finance/Marketing iv) Vice-President Services v) Vice-President Programs vi) Secretary vii) Treasurer viii) Joint Secretary ix) Joint Treasurer, then BOD will elect one individual per position using secret ballot method.
- If EC Selection Committee didn't receive nominations within defined deadline for any of these nine positions i) President ii) Vice-President Operations iii) Vice-President Finance/Marketing iv) Vice-President Services v) Vice-President Programs vi) Secretary vii) Treasurer viii) Joint Secretary ix) Joint Treasurer, these position(s) considered as open (vacant) position(s). EC Selection Committee shall nominate qualified individuals for all remaining open positions with the help of BOD.
- i) National Coordinators Helpline and Fundraising ii) National Coordinators Media iii) National Coordinators Programs iv) National Coordinators Marketing v) National Coordinators Membership vi) National Coordinators Women Empowerment vii) National Coordinators Sports viii) National Coordinators India Liaison ix) Zonal Vice President NE Zone x) Zonal Vice President MID Zone xi) Zonal Vice President SE Zone xii) Zonal Vice President SC Zone xiii) Zonal Vice President MID Central Zone xiv) Zonal Vice President NC Zone xv) Zonal Vice President NW Zone xvi) Zonal Vice President SW Zone, these sixteen positions are elected by majority of EC selection Committee members. Individuals are allowed to submit one or more nominations for these sixteen positions
- EC selection committee shall report final Recommendation (25 positions) to BOD. 2/3<sup>rd</sup> of BOD approval is necessary to finalize the EC Committee members.

### **EC Term Beginning and Ending:**

New EC's two-year term will begin June 1st of the even-numbered years and ends on May 31<sup>st</sup> of the following even-numbered year or until the successive EC is appointed by the current Board.

### **Term Limit:**

EC term: Except as otherwise established by the Board, each EC member shall serve a two-year term (beginning June 1<sup>st</sup> of each even-numbered year and ending May 31<sup>st</sup> of the following even-numbered year).

No individual may serve more than one term in the role of President until his or her successor is elected and qualifies.

No individual may serve more than two consecutive terms in the same EC positions and a maximum of 12 years in any EC position.

#### **Section 4 - Duties of President**

The President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be prescribed from time to time by the Board of Directors. The President shall be the spokesperson for the Corporation.

He/She shall call for all Executive Committee meetings at least once a month and preside over those meetings. Except as otherwise mentioned by the Articles of Incorporation or by these Bylaws or expressly provided by law, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments, which may from time to time be authorized by the Board of Directors. President must be acquainted with NATS financial summary and should be able to update Board on regular basis (at monthly Board meetings). Immediate past president will automatically become part of subsequent EC as ex officio member without voting privilege.

- Must be a good standing life member of the NATS for at least 4 years; and must have served in the NATS EC or the NATS Board and contributed to the growth of the NATS consistently for at least 4 years preceding his/her appointment
- Must contribute \$2,500.00 per year to the NATS operating fund
- President shall sign the IRS tax filing documents for their term along with BOD Chairman if there is a provision for two signatures.
- President should make sure that Secretary and Joint Secretary have same level of access
- President should make sure Treasurer and Joint Treasurer have proper levels of access.
- No individual may serve more than one term in the role of President until his or her successor is elected and qualifies

#### **Section 5 - Duties of Vice-President (S)**

The Vice-President(s) of the Corporation shall become the acting President of the Corporation in the event of the absence, inability, or refusal of the President to exercise his or her duties and shall have all the rights, privileges and powers as if he or she had been a duly appointed President. In the normal course of his or her term, he or she will assist the President, EC and BOD

- Must contribute \$1,000 per year to the NATS operating fund



- The Vice-President should become instrumental and act as a bridge between the President and other EC members and chapter coordinators to carry out the NATS programs and mission
- Must take lead in their specified area of operation and work with all of the NATS related officers (Operations, Finance/Marketing, Services, and Programs)
- Each Vice-President will be allotted to lead two functions through the National Coordinators. The Vice-President must work with respective National Coordinators to enhance the NATS strength and ability in all chapters across North America
- Each Vice-President will be allotted two zones. The Vice-President must work with respective Zonal Vice-Presidents to grow the NATS chapters and membership and conduct NATS programs.
- Make sure at least two or three programs will be conducted in each chapter in zones that are assigned to him/her.
  
- Vice President – Programs: Work with national coordinators for Programs, Sports and zonal vice presidents to come up with list of programs and sports activities that can be conducted in local chapters and present to EC.
  
- Vice President – Finance and Marketing: Work with Media Relations and Social media coordinator to publish articles on NATS conducted programs, updates and press releases from board and EC meetings in a timely manner. Work closely with President, Chairman and National Coordinator- for Marketing and Fundraising on any organizational fundraising activities.
- Vice President -Services: Have a constant monitor of Helpline cases coming to Helpline by working closely with Helpline National coordinator and Helpline Committee. Work with national coordinators for Women Empowerment, Helpline, and assigned zonal vice presidents to come up with list of service initiatives those can be conducted in local chapters and present them to EC
- Vice President – Operations: Work with national coordinators for membership, India Liaison and other EC members and BODs to expand membership across the nation. Make sure that NATS website, Sambaralu website, social media accounts, helpline number, and mass email distribution services are fully functional and active.
- Must attend 80% of EC meetings
- Must be able to help with raising funds for the NATS events, programs, Bi-Annual conference, etc.

## **Section 6 - Duties of Secretary**

The Secretary shall:

- Be the custodian of all the records and the seal of the Corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the Corporation.
- Issue call for meetings of the Executive Committee at the directive of the President and assist the President in the preparation of the agenda. The secretary calls for

the meetings at least a week prior via email and/or, text, WhatsApp.

- Make sure the Executive Committee meetings are presided by the President of the organization, or in their absence any Vice President or in the absence any each of these persons, by a person chosen by the majority of the members present at the meeting. The Secretary shall act as the Secretary to these EC meetings, provided that in his or her absence the presiding officer shall appoint another person to act as a Secretary for the meeting.
- Keep the record of the minutes of the Executive Committee with details of whether special or regular, how called, how notice thereof was given, the names of those present or represented, and the proceedings thereof.
- Maintain an updated list of all life members and donor members.
- The Secretary shall be the officer of NATS authorized to issue any communications on behalf of NATS-to-NATS members or to the public at large. Send out all official mailings to the members of NATS. This includes the Web monthly magazine "Akshara Deepika", Annual Festival Greetings, Campaigns for help line causes, etc., to name a few.
- Be responsible for the maintenance of records, documents, official correspondence, and reports of Ad-hoc committees appointed by the Executive Committee.
- Be responsible to ensure that all records, documents, and reports are kept and filed as required by law.
- All contracts signed by the President shall be attested by the Secretary, unless the Board of Directors directs otherwise.
- Secretary shall make sure that Joint Secretary should have the same access levels, privileges, and powers as Secretary. Secretary will regularly supervise and work closely with Joint Secretary.
- Exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or attorney on request thereof, the minutes of the proceedings of the Executive Committee.
- Perform all duties incident to the office of the Secretary and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be assigned to him or her from time to time by the Executive Committee.
- Be of Assistance to the successive secretary to conduct a smooth transition of responsibilities.

## **Section 7 - Duties of Treasurer**

The Treasurer of the Corporation shall:

- Have charge and be responsible for, all funds and securities of the Corporation, and

deposit all such funds in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors.

- Receive and give a receipt for monies due and payable to the Corporation from any source whatsoever. Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for the transactions.
  - Shall not issue/release the payment if the amount is larger than \$5000 without Board of Directors approval.
  - Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of assets, liabilities, receipts, disbursements, gains, and losses.
  - Exhibit at all reasonable times the books of account of any or all of his or her transactions as Treasurer and financial records to any Director of the Corporation, or to his or her agent or attorney, on request thereof.
  - Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
  - Ensure that tax returns are filed with the Internal Revenue Service and provide appropriate financial records to the Board of Directors for audit purposes.
  - Maintain copies of the Receipts, Invoices and Disbursements in a secure place for a period as required by Internal Revenue Service Guidelines.
  - Every treasurer is responsible and accountable for queries related to all transactions during their term.
  - He or She should respond to the queries on a timely manner. Accountable for all future audits during his/her tenure financial transactions
  - Shall issue Donor Tax Receipt to all donors within 30 days
  - Perform all duties incident to the office of the Treasurer and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be assigned to him or her from time to time by the Executive Committee.
  - Prepare and present financial statement to Board at least every quarter.
  - Treasurer shall make sure Joint Treasurer has READ ONLY access to all financial accounts. Treasurer should regularly supervise and work closely with Joint Treasurer.
  - Outgoing treasurers must make themselves available and respond to queries related to transactions during their term. NATS can initiate legal proceeding if an officer does not cooperate related to transactions happened during their term in office
- 
- Add Life memberships to the database upon receipt of donations and provided to respective officers.

### **Section 8 – Duties of Joint Secretary**

The Joint Secretary shall serve as the acting Secretary in the event of the absence, inability or refusal of the Secretary to exercise his or her duties and shall have all the rights, privileges and powers as if he or she had been a duly appointed Secretary. In the normal course of his or her term, he or she will assist the Secretary.

- Joint Secretary should have the same access levels, privileges, and powers as Secretary and work under supervision of Secretary.

- Every third meeting is organized by Joint Secretary including preparing and sending meeting minutes

### **Section 9 – Duties of Joint Treasurer**

The Joint Treasurer shall serve as the acting Treasurer in the event of the absence, inability or refusal of the Treasurer to exercise his or her duties and shall have all the rights, privileges and powers as if he or she had been a duly appointed Treasurer. In the normal course of his or her term, he or she will assist and work under the supervision of the Treasurer.

- Joint Treasurer is responsible for monthly bank transactions reconciliation
- Joint Treasurer will have read only access to all financial information
- Participate at least twice in a year for Board meetings to provide financial update.

### **Section 10: Duties of National Coordinators**

There will be 8 Functional National Coordinators

1. Helpline and fund raising
  2. Media Relations and Social Media
  3. Programs
  4. Marketing
  5. Membership
  6. Women Empowerment
  7. Sports
  8. India Liaison
- Needs to coordinate and work with all Zonal Vice-Presidents related to their respective functions
  - Must work with the Vice-President(S) to help enhance the NATS events and programs in their respective function
  - Must attend 80% of EC meetings

### **Section 11: Zonal Vice-Presidents (ZVP):**

- Needs to coordinate and work with all Chapter Coordinators in their respective zones
- Must attend at least 1 event in every chapter in their respective zone.
- Identify a potential area where the NATS chapters can be formed and work with respective leadership
- Must work with the Vice-President(S) to grow the NATS chapters in their respective zones

- Must attend 80% of EC meetings
- Identify potential funding sources in their respective zone and work with respective leadership
- Must exhibit leadership skills by arranging a Chapter coordinator's meeting at least once or twice a year in their respective zone

**Section 12 - Compensation**

The officers of the Corporation shall not be eligible for any compensation.

**Section 13- Resignation of EC Member:**

The EC member will submit their resignation to the President. The President will submit to the Board.

**Article 5 – Membership Section 1 – Eligibility for Membership**

Application for membership shall be subject to such rules and qualifications that the Board may impose in its reasonable discretion. Membership shall be granted after completion and receipt of a membership application with a membership fee.

**Section 2 – Dues**

Life Members: Each applicant shall pay a one-time membership fee of \$100 by his or her money instrument.

Any donor who does a one-time contribution of \$1,000 or more to the NATS will automatically become a NATS Lifetime member.

**Section 3 – Rights of Members**

Each Member will be eligible to apply or contest for the position of a Director of the Board or Executive Committee provided they are eligible to the position as described in Article 3, Article 4.

**Section 4 – Resignation and Termination**

Any member may resign by filing a written resignation with the EC Secretary. The Membership amount will not be refunded.

**Article 6 – Meetings of Members**

**Section 1 General Body Meetings**

A meeting of the members shall take place every two years, at the specific date, time and location of which will be designated by the resolution of the Board of Directors, at least one month in advance via email/website notifications. The Chairman of the Board of Directors shall preside over the meeting. At the General Body meeting, the members

shall receive reports on the activities of the Corporation and determine the direction of the association for the coming years. An Emergency General Body Meeting will be called, on as-needed basis.

## Article 7 – National Conference

### Section 1 – Venue

A national conference is held every two years on an odd-numbered year. The venue shall be selected by the Board of Directors.

### Section 2 – Organization

The National Conference Leadership is appointed by the Board of Directors. The financial plan is approved by the Board of Directors and the conference accounts are maintained by the NATS Treasurer.

**Section 3.** Before the Bi-Annual Conference, a Conference Ad hoc Committee (CAC) is to be formed. It will consist of eleven (11) members. They will be as follows:

1. Current NATS President
2. Current Chairman of the BOD
3. Immediate Past President or Alternatively\* Any Past President
4. Immediate Past Chairman or Alternatively\* Any Past Chairman
5. Nominated Conference Convenor for the upcoming conference
6. Nominated Conference Secretary for the conference
7. Any past Conference Convenor
8. Current NATS Treasurer
9. Current Vice-Chairman/Secretary of the BOD
10. One current Board of Directors/Honorary Board member
11. One current/past BOD/EC member/Honorary Board member

If any member is not willing to serve, the CAC Chairman can appoint another BOD/EC member to substitute.

Alternatively, \*: In case if Immediate Past Chairman or Immediate Past President are not available, any Past Chairman or any Past President will be considered.

All preparations, planning, programming, invitees, guests, detailed budget and expenses, and selecting of vendors for the upcoming conference have to be approved by the CAC. Any expenses over \$10,000 will have to be approved by a majority of the CAC (no less than 5 CAC members have to approve for approval deemed to be valid.)

- Meetings should be conducted six months before the start, and bi-weekly 2 months before Bi Annual Conference
- Post Bi Annual Conference, CAC should make sure accounts are closed and no objection certificates are obtained.

## **Article 8 - Execution of Instruments, Deposits, and Funds**

### **Section 1 - Execution of Instruments, Deposits, and Funds**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **Section 2 - Checks and Notes**

Checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the Corporation up to \$2,500 shall be signed by the Treasurer with the written approval of the President. The President shall intimate the approval to the EC before approving funds release. There is a limit of \$15,000 per calendar year for President to approve at his discretion.

Checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the Corporation above \$5,000 shall be signed by the Treasurer with the written approval of the Chairman of the Board. The Chairman of the Board shall intimate to the Board before approving funds release. There is a limit of \$30,000 per calendar year for Chairman to approve at his discretion.

Any allocation of funds collected through the Helpline is to be strictly allocated for charitable causes, except that up to 5% of the Helpline funds may be allocated for the NATS Helpline fund, subject to approval by the Board.

Subject to approval by the Board, any third-party individual or organization shall be authorized to utilize the NATS platform and donate money through the NATS for specific causes as long as it is charitable, useful to society, and otherwise does not violate the tax-exempt status of the Corporation. Subject to the foregoing, donors have the right to assign money to their preferred cause, and/or place as long as the cause fits into the vision and mission of the NATS, provided, however, that all such activities must be conducted under the NATS' name along with the sponsoring organization or individual and the NATS shall have the right to retain up to 10% of the donated fund towards the NATS Helpline fund.

### **Section 3 - Deposits**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.



## **Section 4- Fiscal Year**

The organization's fiscal year will be changed to **Jan 1<sup>st</sup> to Dec 31<sup>st</sup>**.

## **Article 9 - IRC 501(c) (3) Tax Exemption Provisions**

### **Section 1 - Limitations on Activities**

No substantial part of the activities of this Corporation shall be for propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on or behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on:

- By a Corporation exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or
- By a Corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code.

### **Section 2 - Prohibition against Private Inurement**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Directors or trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

### **Section 3 - Distribution of Assets**

Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

### **Section 4 - Private Foundation Requirements and Restrictions**

In any taxable year in which the Corporation becomes a private foundation as described in Section 509(a) of the Internal Revenue Code, the Corporation

- Shall distribute its income for said period at such time and manner as not to subject to tax under Section 4942 of the Internal Revenue Code;

- Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;
- Shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;
- Shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code;
- Shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.

## **Article 10 - Conflict of Interest Policy; Code of Ethics; Compensation Approval Policies**

### **Section 1 - Purpose of Conflict-of-Interest Policy**

The purpose of this conflict of interest policy is to protect this tax-exempt Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Section 2 - Definitions**

(a) Interested Person.

Any Director, principal officer, member of a committee with governing Board delegated powers or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest.

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (1) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
- (2) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

(3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

(a) Duty to Disclose.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing Board delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists.

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

An interested person may make a presentation at the governing Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The Chairman of the governing Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing Board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy.

If the governing Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and provide the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Section 4 - Records of Board and Board Committee Proceedings**

The minutes of meetings of the governing Board and all committees with Board delegated powers shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with any actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or committee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Section 5 - Compensation Approval Policies**

A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for Directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict-of-interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the Board or a duly constituted compensation committee of the Board shall also comply with the following additional requirements and procedures:

(a) the terms of compensation shall be approved by the Board or compensation committee prior to the first payment of compensation.

(b) all members of the Board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each Board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations)

- is not the person who is the subject of the compensation arrangement, or a family member of such person;
- is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;
- does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;
- has no material financial interest affected by the compensation arrangement; and
- does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the Board or committee member.

(c) the Board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:

- compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size and purpose and with similar resources
- the availability of similar services in the geographic area of this organization
- current compensation surveys compiled by independent firms
- actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the Board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

(d) the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the Board or compensation committee that approved the compensation. Such documentation shall include:

- The terms of the compensation arrangement and the date it was approved
- The members of the Board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each Board or committee member
- The comparability data obtained and relied upon and how the data was obtained
- If the Board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the Board or committee shall record in the minutes of the meeting the basis for its determination.
- If the Board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the Board or committee meeting.
- Any actions taken with respect to determining if a Board or committee member had a conflict of interest concerning the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting before a discussion of the compensation arrangement and taking of the votes to approve the arrangement).
- The minutes of Board or committee meetings at which compensation arrangements are approved must be prepared before the date of the next Board or committee meeting or 60 days after the final actions of the Board or committee are taken concerning the approval of the compensation arrangements. The minutes must be reviewed and approved by the Board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next Board or committee meeting following final action on the arrangement by the Board or committee.

## **Section 6 - Annual Statements**

Each Director, principal officer, and member of a committee with governing Board delegated powers shall sign a statement before they take the position which affirms such person:

- has received a copy of the conflicts of interest policy,
- has read and understands the policy,

- has agreed to comply with the policy, and
- understands the Corporation is charitable and to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### **Section 7 - Periodic Reviews**

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arms-length bargaining.
- Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

### **Section 8 - Use of Outside Experts**

When conducting the periodic reviews as provided for in Section 7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing Board of its responsibility for ensuring periodic reviews are conducted.

### **Section 9 - Code of Ethics and Accountability of the NATS Board of Directors and Executive Committee**

All Board and Executive Committee members shall honor and adhere to the following:

**Active Participation:** All Board/EC members must actively participate in the management of the organization including attending meetings of the Board, evaluating reports, reading minutes, and reviewing the performance. Individuals who do not have the time to participate as required should not agree to be on the Board, EC, or as a Regional Director.

**Committees:** The Board of Directors may establish committees having the authority of the Board and may rely on information, opinions, or reports of these committees.

Committees operate subject to the direction and control of the Board. As a result, Board members are responsible for the committees and should periodically review their work.

**Board Actions:** A Board/EC member who is present at a meeting when an action is approved by the entire Board is presumed to have agreed to the action unless the Board/EC member (i) objects to the meeting because it was not lawfully called or

convened and does not participate in the vote, or (ii) votes against the action or is prohibited from voting on the action because of a conflict of interest.

Minutes of Meetings: Written minutes should be taken at every Board/EC meeting. The Secretary should help ensure that the minutes accurately reflect Board discussions as well as actions taken at meetings.

Books and Records: A Board/EC member should have a general knowledge of the books and records of the organization as well as its general operation. The organization's articles, bylaws, accounting records, voting agreements and minutes must be made available to Board/EC members who wish to inspect them for a proper purpose.

Duty of Obedience: Board/EC members have a duty to follow the NATS governing documents (articles of incorporation and bylaws) and to carry out the NATS mission. Board/EC members should ensure that the NATS status with state and federal agencies is protected and that deadlines are met for tax and financial reporting.

Duty of Loyalty: Duty of loyalty requires the BOD/EC member's faithful pursuit of the interests of the NATS. All BOD/EC members must confirm allegiance to the NATS and acknowledge that the best interest of the NATS must prevail over any individual interest. All BOD/EC members must give primacy to the interests of NATS rather than personal concerns and must avoid self-dealing at the NATS expense. If any BOD/EC member is unable to set aside his or her personal interests to do what is in the best interests of the NATS, then that person must resign from the office or Director position to which he or she has agreed to serve. NATS logo or NATS position of any officer (current/past) should not be associated where a political logo is present unless it is an official government organized events. NATS leadership can give memorandum or representation to current government officials in the interest or benefit to community

If any BOD/EC member fails to maintain the above code of ethics and functionality, fiduciary duty and, the BOD chairman may refer to the NATS Honorary Board who may recommend disciplinary action against such member. The committee may recommend to the Board to remove such member if it is deemed necessary in the best interest of the organization.

## **Article 11 - Amendment of Bylaws**

### **Section 1 - Amendment**

Except as may otherwise be specified under provisions of law, these Bylaws or the Articles of Incorporation, any of them including amendments thereto, may be altered, amended or repealed and new Bylaws adopted by the approval of the two-thirds majority of the Board of Directors and two-thirds majority of the Honorary Board.



## **Article 12 - Construction and Terms**

- a) If there is a conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern.
- b) If any of the provisions or provisions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.
- c) All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation or any other founding document filed with an office of this state and used to establish the legal existence of this Corporation.
- d) All references in these Bylaws to a section or section of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or corresponding provisions of any future federal tax code.